

VERMONT AMERICAN CORPORATION

Timothy T. Shea  
By Timothy T. Shea  
Its Vice President - Treasurer

(SEAL)

ATTEST:

Julia P. Hagan  
By Julia P. Hagan  
Its Assistant Secretary

IN THE PRESENCE OF:

Mary Klueber  
Alice Terry

PERSONALLY appeared before me Mary Klueber who on oath says that (s)he saw the within named Vermont American Corporation, by Timothy T. Shea, its Vice President & Treasurer, and Julia P. Hagan, its Assistant Secretary, sign the within Mortgage and Financing Agreement, and the said Vermont American Corporation by said officers, seal said Mortgage and Financing Agreement and as its act and deed, deliver the within Mortgage and Financing Agreement and that (s)he with Alice Terry witnessed the execution thereof.

Mary Klueber  
Witness

SWORN to before me this  
2 day of November, 1984.

Mary L. Fenwick (L.S.) (formerly Mary L. Cook)  
Notary Public for State at Large  
My Commission Expires: My Commission Expires June 21, 1985